

**Concordia
University
Students'
Association inc**

**Association des
Etudiants et Etudiantes
de l'Université
Concordia inc**



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CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION

SPECIAL MEETING OF THE BOARD OF DIRECTORS HELD ON WEDNESDAY, APRIL 14, 1993 AT 6:00 P.M. IN H-651-MUGSHOTS, SIR GEORGE WILLIAMS CAMPUS

Documents Considered:

- BD-D1: Rules for Meetings**
- BD-D2: Revised Standing Orders of the CUSA B.O.D.**
- BD-D3: Standing Orders of the CUSA B.O.D.**
- BD-D4: Minutes of the Annual General Meeting**
- BD-D5: Chief Returning Officer's Report**
- BD-D6: Settlement of Lawsuit with Dalton & Grimes**
- BD-D7: Appointment of Legal Council**
- BD-D8: V.P. External's Year End-Report**
- BD-D9: V.P. Education's Year-End Report**

1. CALL TO ORDER

Interim chairperson, Daniel Leib, called this meeting to order at 6:05 p.m.

ROLL CALL

PRESENT

CO-PRESIDENTS

Philip Dalton
Lana Grimes

ARTS AND SCIENCE

Maha Asfour
Ken Blackburn
Cheryl Budman (7:10 p.m.)
Alastair Deri-Power

Wednesday, April 14, 6:00 P.M.

FINE ARTS

Kimberly Jensen

COMMERCE

Kristina Bolh

Marc Fares

Emmanuel Kamukama

Bobby Lunny (6:30 p.m.)

Kassan Rahhal

ENGINEERING

Mohamed Raza Jivrag

Len Podgurny

Walid Sebali

ABSENT

Arts and Science: Nada Al-Yazdi, Pascale Batchoun, Helen Ora Cohen, Laurie Nicholson (w/r), Tony Nicolas (w/r)

Commerce: Paul O'Connor (w/r)

Fine Arts: Kristen Gilbert (w/r)

ARTS AND SCIENCE

Genevieve Grenier

Alamgir Khan

Shafik Maina

Ken McMurray

Stacy Schacter (7:15 p.m.)

Christine Vicira

2. APPOINTMENT OF THE SECRETARY

BE IT RESOLVED THAT Helen Danakas **be appointed Secretary of the meeting.**

Moved by: P. Dalton

Seconded by: K. Jensen

VOTE ON MOTION

UNANIMOUS

3. APPOINTMENT OF THE CHAIRPERSON

BE IT RESOLVED THAT Daniel Leibur **be appointed the interim Chairperson.**

Moved by: L. Grimes

Seconded by: K. McMurray

VOTE ON MOTION

UNANIMOUS

4. APPROVAL OF AGENDA

BE IT RESOLVED THAT the agenda of the Special Meeting of the Board of Directors be approved.

Moved by: K. Blackburn

Seconded by: G. Grenier

P. Dalton pointed out that the agenda should state that the meeting is being held at 6:00 p.m.

K. Rahhal pointed out that the agenda was just handed out and that directors did not have sufficient time to familiarize themselves with all the documents.

The Chair went through all the supporting documents attached to the agenda.

VOTE ON MOTION

UNANIMOUS

5. Co-Presidents' Welcome

L. Grimes welcomed all directors to the first meeting of the Board of Directors and added that she hopes that all directors take an active role in working hard to turn around the situation that they have inherited. She also stated that since P. Dalton and herself took office Thursday morning, they have been sorting through papers, trying to make sense with what they were left with. Lana stated that there is a tremendous amount of work to be done and that she is bound and determined to ensure that the work does get done. She added that with the co-operation of the Board, that student services and the student voice is on their list of priorities at this Board level.

L. Grimes stated that she hopes that all directors take an active role in their association and should feel free to speak and not feel alienated as was the case in years past. She also stated that the offices are pretty much open around the clock and that there is an office set up for directors to work out of and pick up their mail from. Lana stated that the secretary will make available a set of the minutes and the consolidated statutes for directors to familiarize themselves with, the Companies Act, and the constitution.

L. Grimes stated that a high standard was set by the students who voted them into office and whom are allowing them one last chance to turn things around. She added that she hopes that everyone works towards attaining that goal.

P. Dalton stated that the Board is the highest decision making body of the association and added that he would like the directors to introduce themselves.

The directors introduced themselves.

P. Dalton stated that there is a clause in the constitution that allows for the Co-Presidents to have the authority of

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the Board in between meeting to make decisions and added that the Co-Presidents don't wish to exercise this clause. He also stated that the Co-Presidents wish that the Board meet as many times as it possibly can in order for the policies to come from this Board and for the Co-Presidents to focus on managing the day-today affairs of the association.

P. Dalton stated that it is important that directors attend as many meetings as they possibly can in order for work to be performed.

K. Bolh stated that not enough notice was given for this meeting and asked to know what the practice is with respect to calling meetings. L. Grimes stated that for this meeting they had to move as quickly as they could, since it was a special meeting and apologized for not having given enough notice. She also stated that usually five (5) days notice is given and ideally a schedule for all future meetings should be set.

M. Asfour asked to know if the Board will be meeting during the summer. L. Grimes replied that the most intense work is done during the summer, in order for the association to be prepared for students returning to classes in September and concluded by saying that the Board will be meeting often during the summer months.

6. CHAIRPERSON'S REMARKS

The Chair went over the format of the meetings, reviewed Robert's Rules of Order and the Rules for meetings with the intent that meetings are guided and focused.

(Time: 6:40 p.m.)

7. REVIEW OF STANDING ORDERS

The chair stated that there are two (2) documents that have been circulated with respect to Standing Orders, one that is dated and is the current Standing Orders applied to this Board. He added that the other undated document is a suggested alternative to the Standing Orders and explained that the Standing Orders specify and clarify certain parts of the rules for meetings.

BE IT RESOLVED THAT the document entitled "Standing Orders of the CUSA Board of Directors" and presented to the Board on April 14, 1993, be adopted and that all other Standing Orders of the CUSA Board of Directors be rescinded.

Moved by: A. Deri-Power

Seconded by: L. Grimes

P. Dalton suggested that a five (5) minute break be granted for directors to review the Standing Orders.

(Time: 6:45 p.m.)

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A. Deri-Power stated that the reason for the alternative version is due to some provisions being ludicrous with respect to the present Standing Orders, such as meetings having to end after three (3) hours. He added that meetings should not be time regulated and that the alternative version is much more flexible and versatile for meetings of this Board.

E. Kamukama stated that it is unfair for members of this Board, most of whom have never attended a Board meeting, to be able to comprehend the Standing Orders and consider the consequences of the proposed changes.

MOTION TO TABLE TO THE NEXT MEETING

Moved by: E. Kamukama

Seconded by: C. Vieira

L. Grimes stated that she has no objections to tabelling this motion to the next meeting.

VOTE ON MOTION TO TABLE

UNANIMOUS

8. ANNOUNCEMENTS

8.1 Minutes of the Annual General Meeting

K. McMurray noted that in the minutes, Dave Dichmann's name is misspelled. The Chair noted the correction.

P. Dalton suggested that the Board read these minutes and that if there are any problems or omissions with them that they be brought forth at the next meeting.

8.2 Chief Returning Officer's Report

L. Grimes stated that she is very disappointed with the quality of this report and added that the CRO made many mistakes.

K. Blackburn suggested that next year the Board should hire a CRO who is completely unattached with the association to avoid discrepancies that may occur.

P. Dalton noted that the individuals that were acclaimed are not included in the report and added that the report is flippant. He also stated that next year he hopes that there is a full Judicial Board to oversee the CRO's work and that the CRO should be hired by the latest in October.

K. Jensen asked to know if there is any provision whereby the CRO should sign the report. P. Dalton replied that the Co-Presidents asked L. Petrovic to sign the report, to which she replied that she would be willing to sign.

G. Grenier asked to know if it is the Board of Directors who hires the CRO. L. Grimes replied that the Board

appoints the Judicial Board and that it is the Judicial Board that recruits a CRO, who is ratified by this Board. She also added that the CRO should be on stand-by, in case a by-election is necessary.

8.3 Co-President's Report

L. Grimes stated that the Co-Presidents took office Thursday morning and that the issue that is first and foremost and to many creditors that are calling, is the critical issue with the finances of the association. She also stated that the 1991-92 audit has not started and that the students were misled into believing that work was being done around the clock getting all the documents in order. Lana stated that this is not the state of affairs that they found and what has been done since is a diagnosis of the situation by the auditors. She also added that beginning Monday the audit will begin by Arthur Anderson.

L. Grimes stated that the situation is too critical and that creditors will not allow the association the time to put everything in order. She also stated that these creditors are waiting for money owed to them for services they rendered a year ago and that the university has made it very clear to them that they will not negotiate turning over anyone's fees to any body, until an audit is signed.

S. Maina asked to know how long it would take to complete the audit. P. Dalton replied that the auditors did not give a time frame and added that the association has a large debt and that nothing new can be dealt with until the old issues are resolved.

L. Grimes stated that the auditors informed her that if creditors are enquiring as to a time frame, a safe answer to provide them with would be sixty (60) days for the audit to be completed. She also stated that the association is facing a very serious financial crisis and added that there was a lot of unopened mail from the federal and provincial government.

P. Dalton stated that nothing can be dealt with until the financial/filing audited system that the association has is sorted out and that this won't happen until the auditors are done. He also added that the audit will be done as expeditiously as possible.

K. Jensen asked to know if the Co-Presidents have spoken to the university with regards to sending a letter to the bank to unfreeze the bank accounts. L. Grimes stated that there is no way that this could happen and added that she will not approach the university to give this association any type of comfort or a line of credit, given that no bank in the city wants to do business with it. She also stated that CUSA has been dealing with another bank account.

K. Jensen asked to know how the auditors are being paid. L. Grimes replied that the auditors are wondering about this issue. P. Dalton added that the Co-Presidents are meeting with D. Boisvert to discuss this issue tomorrow morning.

L. Grimes stated that on February 2-12, CUSA signed a very kind agreement with the university, whereby the university agreed to honor payroll, not charge CUSA with imputation fees from CUSAcorp for Loyola, and agreed to pay 100% of the Comptroller's salary, no debt to CUSA incurred on this, in order for the Comptroller to devote

100% of her time on the job, only on the audit of last year. Lana added that the Comptroller, H. Von Feldegg did not work on the audit.

L. Grimes stated that the university will cover payroll, but will not cover cheques to creditors.

P. Dalton stated that the deficit appears to be over \$200, 000.

L. Grimes stated that if the creditors assembled and wanted to drive this association into bankruptcy, the association would be hard-pressed to find itself out of it. She also added that the Co-Presidents will fight tooth and nail to avoid this situation.

K. Rahhal asked if NSF cheques that were issued to member clubs and associations have been cleared. L. Grimes replied that preferential treatment to these associations cannot take place, as creditors have priority over clubs.

L. Grimes stated that the Comptroller chose to take her holidays one (1) day before the new administration took office, which also happens to be in contradiction to her contract, which states that she can only take her holidays in June. She also added that H. Von Feldegg left behind no instructions as to what needs to be taken care of during her absence.

K. Rahhal asked to know if there is any mechanism in place to ensure that H. Von Feldegg is actually working. L. Grimes replied that she asked Hertha if she is working on the audit and that her reply was that she wasn't. P. Dalton added that Hertha has been focusing on the daily bookkeeping of the association. K. Rahhal questioned whether the auditors will charge the association more money for them to complete what was required for the audit to resume. P. Dalton replied that this is the case and that everything from the bookkeeping to the final signature is now in the hands of the auditors, at whatever price this may be. He concluded by saying that the association cannot afford the delays any more and added that no committee can be formed to put this business in order, one for security reasons and secondly due to lack of expertise.

K. Rahhal re-stated that the Board should look into what H. Von Feldegg is doing and focus on getting the job done. P. Dalton replied that Hertha won't be back before the 26th, and as it stands nothing is being done. He also stated that what she will be doing upon her return will be discussed at a later meeting.

B. Lunny asked to know if Hertha is under a contract. L. Grimes replied that Hertha signed a contract at the beginning of September 1992 until 1995. B. Lunny asked to know what steps are necessary to break that contract. L. Grimes stated that it has to be established where she sits in the union, since there is a collective agreement that has to be respected.

E. Kamukama asked to know if the auditors will do the bookkeeping from June 1991 to present. P. Dalton replied that the auditors will do everything since the audit committee did not fulfill its goal.

M. Fares asked to know when the student fees are turned over. L. Grimes replied that they are turned over in January, in the summer and in the Fall. The Chair stated that since CUSA is not accredited, the university is not obliged to turn over student fees and there is no legal obligation to do so. He also stated that it has been traditional

for the university to turn over student fees to CUSA.

K. Rahhal stated it is the first time he has heard that a three (3) year contract was signed and added that the nature of this association is such that it should not be tied to a contract that precedes a one (1) year term. He also added that it places the association in a very awkward situation. P. Dalton stated that he agrees but that he has to respect that the contract exists and that at the moment the Co-Presidents are looking into the relation between CUSA and the bookkeeper.

P. Dalton stated that another point of business in the agenda, CUSAcorp will be asking to remove the old Board of Directors and appoint a new CUSAcorp Board. He also stated that the minute book for CUSAcorp is in the possession of D. Porter, who claims that he doesn't have it. Philip added that to date, by-laws for CUSAcorp do not exist and added that Mr. McNinch has some document which he will pick up.

W. Sebali asked to know if the hours of operation will change at all over the summer. L. Grimes replied that the association has to consider whether it intends to continue putting itself in the whole, since the agreement that was signed in February states that the university will honor payroll until the internal account bottoms. She added that presently it has gone below this by \$30, 000 and that the money that CUSA is spending and has spent thus far, is money that has still not been earned by the students coming in in September.

E. Kamukama stated that the association needs to find out where it stands financially, rather than spitting out some numbers here and there. He also added that CASA was willing to pay the fees it owes CUSA, \$30, 000 a week ago and that it is essential that the Board establish the Finance Committee at its earliest convenience to restructure and re-look at the books.

S. Maina suggested that a small summary be made available for the next meeting of all the creditors that the association owes money to. L. Grimes reassured S. Maina that this Board is not personally liable for the money that is owed and added that last year's Board is liable for deductions at source.

L. Grimes stated that applications for the Vice-Presidential positions were made available at noon today and added that she hopes that there is a good turnout of applicants. P. Dalton stated that the deadline stated on the applications, that of April 23rd, will most likely be extended by one (1) week and added that he would like to feel as many applications forthcoming as possible.

C. Vieira asked to know who is exempt from applying for V.P. positions. L. Grimes replied that members of this Board cannot apply, in addition to executives from CUSA funded clubs.

K. Jensen asked to know when the interviews for these positions will be conducted. L. Grimes replied that this issue will be discussed at the next meeting.

B. Lunny asked to know if it has been decided how the V.P. positions will be remunerated, if at all. L. Grimes replied that the portfolios are much more demanding, as they have been reduced from eight (8) positions to five (5) with the idea being that a much smaller, tighter, harder working executive will be on the job. Lana concluded by saying that the Vice-Presidents have never really played the role they should play in moving this association along

and that one of her ambitions is to have the Vice-Presidents elected. She also stated that the remuneration will certainly depend on where the association stands financially and added that this issue will be discussed at Fin. Com. Lana stated that no executive will receive an honorarium without having produced a report beforehand.

L. Grimes stated that the Vice-Presidents will chair their respective commissions whereby a mechanism of continuity will be established upon the end of their term.

K. Jensen asked to know if the portfolios of the Vice-President Women's Issues and Cultural Communities have been addressed at all. L. Grimes replied that all issues on this campus have been addressed with respect to the portfolios. K. Jensen asked to know why the position of the V.P. CUSAcorp was eliminated. L. Grimes replied that that this position has been replaced by the V.P. Services and added that CUSAcorp and Programming have combined. K. Jensen enquired about the advocacy position. L. Grimes replied that advocacy is addressed in the V.P. Academic's portfolio.

(Time: 7:40 p.m.)

8.4 VP'S Reports

The Chair read the outgoing Vice-President Education's report.

Fadi Khader questioned whether there is any record that K. Beaudoin did the job last year. K. McMurray stated that the first half of the year, K. Beaudoin did do a fair amount of work but that things began to slide thereafter.

The Chair pointed out that directors should keep in mind that K. Beaudoin is not present to defend herself.

G. Grenier stated that she does not know what work K. Beaudoin did, given this report as evidence.

C. Vieira stated that this Board also has a responsibility to some degree, even though directors are not remunerated, but that it is important to keep in mind that the work should get done. She also stated that if the Board is willing to consider having something being done about K. Beaudoin not doing her fair share, directors should also be willing to apply this to themselves.

K. Blackburn stated that he worked on various committees with K. Beaudoin and added that some work was done and the work that wasn't done was put off due to administrative purposes. He also stated that he was glad to hear that she resigned.

A. Deri-Power stated that K. Beaudoin may have done her work and may have tapered off during the year but that it is unfortunate that the new V.P. Academic has to start the job without any backbone material.

S. Maina suggested that steps should be taken immediately to remove individuals who do not fulfill their responsibilities. He also stated that if individuals take it upon themselves to be a directors, they should at least take it upon themselves to attend the meetings. Shafik added that there should be some type of mechanism in place to

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prevent situations like this one from occurring in the future.

P. Dalton stated that the executives will have to file a report with the Chair or the Secretary before getting paid.

MOTION

BE IT RESOLVED THAT the Board of Directors is greatly displeased with the report submitted by the V.P. Education, and;

BE IT FURTHER RESOLVED THAT the Board of Directors request K. Beaudoin to submit a proper report.

Moved by: A. Deri-Power

Seconded by: L. Podgurny

VOTE ON MOTION

16/1/2

CARRIED

K. Jensen, outgoing V.P. Liaison, stated that she did a report, but that it was destroyed from the computer from where it was saved. She also added that she will prepare a report for the next meeting and will gladly help the new V.P. Liaison get adjusted.

MOTION TO AMEND THE AGENDA BY MAKING ITEM 13.0, ITEM 10.0 ON THE AGENDA

Moved by: P. Dalton

Seconded by: A. Deri-Power

VOTE ON MOTION

UNANIMOUS

The Chair announced a ten (10) minute recess.

(Time: 8:00 p.m.)

The meeting resumed at 8:15 p.m.

E. Kamukama, outgoing V.P. Finance stated that he will help the new V.P. Finance and added that he will prepare a written report for the next meeting.

K. McMurray stated that he did a fair amount of work for the external portfolio and that he will submit a written report on issues that F. Sweet did not cover in his report.

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9. Settlement of Lawsuit with Dalton and Grimes

WHEREAS Philip Dalton and Lana Grimes' names were placed on the Co-Presidential ballots by Order of the Superior Court addressing the Chief Returning Officer, the Judicial Board and CUSA;

WHEREAS the election results demonstrate clear support for Dalton and Grimes;

WHEREAS it is in the interest of the students and CUSA that the students' political will prevail and that litigation end;

WHEREAS Dalton and Grimes have not claimed for any damages or costs against CUSA in their legal proceedings;

BE IT RESOLVED THAT CUSA consent to judgement being granted in favour of Dalton and Grimes in Superior Court case #500-05-003224-936 and that the Court annul and declare null and void the decision of respondent Chief Returning Officer Lilyana Petrovic of February 15, 1993, the decision of respondent Judicial Board members Glenn Holman, Jason Boyd, and Anushka Garcia of February 17, 1993, and the decision of respondent Judicial Board members Glenn Holman, Jason Boyd, and Anushka Garcia, Eileen Chan, Nelson Calder and Desmond Shillingford, of March 4, 1993, relative to petitioners Dalton and Grimes, without costs, and that a Co-President and the attorneys of record for CUSA sign all documents as may be required to give effect to this resolution.

Moved by: A. Deri-Power

Seconded by: S. Maina

A. Deri-Power stated that the elections were clouded with controversy and that he would like to see an end put to it. He also stated that it is in the Board of Directors best interest to settle this issue and suggested that legal counsel go ahead and deal with the necessary paperwork to support the fact that Dalton and Grimes were in fact put into power.

E. Kamukama asked to know what the status is with regards to this case. Francois Longpre, the Co-President's lawyer for this case, stated that right before the elections were set, they went to a judge of the Superior Court with a motion, telling the court that a decision that the Judicial Board and the CRO reached in taking Dalton and Grimes off the ballot was wrong to the extent that the court should order them back on the ballot. He also stated that on the eve of the elections they argued for five (5) hours with the judge who ordered that Dalton and Grimes be put back on the ballot. Francois added that this decision was what is called a provisional interlocutory injunction, an emergency type of order.

F. Longpre stated that the second step they never really got to, but that there was an interim order that was given by a judge just to keep the status quo until after the elections. He also stated that the next step is to go for a final decision and that when legal proceedings were issued, everyone had ten (10) days to file their appearance in court but that no one showed up. Francois stated that they are at the brink of going for a final judgement which will just wrap

this case up.

F. Longpre stated that the Co-Presidents are approaching the Board to authorize and consent to a final judgement which will close up this whole issue with regards to the elections.

E. Kamukama stated that this is a delicate situation and asked to know why the Quebec Superior Court cannot consent to this document. P. Dalton replied that the Board is asking CUSA's attorney to consent to a final judgement and stated that ideally the outgoing Board of Directors should have resolved this issue.

L. Podgurny asked to know if more costs will be incurred with respect to this issue. P. Dalton replied that no additional costs will be incurred, as Mr. McNinch is on a retainer.

C. Vieira stated that she doesn't see the difference with this issue, whereby if the Board does not approve this motion, F. Longpre will just as easily file for a default. She also stated that she feels that she is going against each and every one of the respondents and added that if Mr. Longpre could just as easily file for a default, then it is out of the hands of the Board of Directors. P. Dalton replied that in such a scenario, CUSA's lawyer will then have to file for a default.

MOTION TO AMEND

Moved by: A. Deri-Power

Seconded by: K. McMurray

The amendment was as follows: "relative to petitioners Dalton and Grimes, without costs, and that a director and the attorneys of CUSA sign all documents as may be required to give effect to this resolution.

VOTE ON MOTION TO AMEND

UNANIMOUS

MOTION TO CALL THE QUESTION

Moved by: A. Deri-Power

Seconded by: G. Grenier

VOTE ON MOTION TO CALL THE QUESTION

UNANIMOUS

E. Kamukama asked to know how a director will be chosen. P. Dalton replied that a director will fill in the blank by means of a nomination process.

MOTION TO NOMINATE A. DERI-POWER

Moved by: L. Podgurny

Seconded by: G. Grenier

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MOTION TO NOMINATE K. RAHHAL

Moved by: E. Kamukama
Seconded by: K. Jensen

VOTE ON MOTION TO APPOINT A. DERI-POWER	2/11/2	FAILED
VOTE ON MOTION TO APPOINT K. RAHHAL	11/2/2	CARRIED
VOTE ON MOTION	10/0/4	CARRIED

The Co-Presidents abstained in all three cases with respect to the above votes on the motions.

10. APPOINTMENT OF LEGAL COUNCIL

Motion 596

BE IT RESOLVED THAT MacKenzie Gervais be appointed legal counsel to CUSA Inc. and Cusacorp Management Ltd., effective immediately.

Moved by: P. Dalton
Seconded by: L. Grimes

P. Dalton stated that the Co-Presidents are asking that the Board ratify Mr. Longpre as CUSA's legal counsel. He added that McIninch & Associates have been CUSA's lawyers and that there was some involvement with St. Louis & Associates.

P. Dalton stated that L. Grimes and himself met Mr. Longpre the morning after they were disqualified from the elections and added that Mr. Longpre was Co-President of CUSA and wrote the Constitution as well. Philip stated that Mr. Longpre would be a very good asset to CUSA considering he has a personal link and connection to the association.

L. Grimes stated that Mr. McIninch has represented CUSA for the past ten (10) years and added that it is time on all fronts to move on to new and better things.

F. Longpre introduced himself and stated that from his experience as Co-President with the lawyers that represented CUSA at the time, the greatest quality of a lawyer for student government is that of being independent of the politics of that student government. Francois added that he feels he has special qualities in representing the association, because of his involvement with the association.

MOTION TO EXTEND THE MEETING UNTIL THE BUSINESS IS DEALT WITH

Moved by: P. Dalton

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Seconded by: L. Grimes

VOTE ON MOTION TO EXTEND THE MEETING

UNANIMOUS

F. Longpre stated that he knows how things work and added that he has a good feel for where students might need legal help.

F. Longpre proceeded in clarifying the issues brought up in his letter.

F. Longpre stated that he doesn't want to be in the situation where he is asked to do something that could have political influence and added that even if such a case were in his offer, he wouldn't do it.

F. Longpre stated that he is a director of the Alumni Association and that one of the senior partners, Mr. Gervais, has been a Governor of the university since 1983-84 and that until last year, he was Chairman of the Board of Governors.

W. Sebali asked to know if Mr. McIninch is still interested in legally representing CUSA. L. Grimes replied that Mr. McIninch appreciates the retainer he has received for the past ten years but that there is no loyalty and CUSA is not bound to the same legal firm.

S. Maina asked to know if F. Longpre would continue representing L. Grimes and P. Dalton, if the Board accepted his offer. Mr. F. Longpre replied that he would cease representing the Co-Presidents if he would be made CUSA's legal aid.

K. Rahhal asked to know when the retainer with Mr. McIninch ends. L. Grimes replied that the retainer has been consumed and added that Mr. McIninch is not the quality legal counsel that is required. She also stated that he often doesn't have the information he is supposed to possess nor has he compelled the people he represents to provide the very valuable minute book.

W. Sebali stated that a few months ago, Mr. McIninch didn't even have the updated version of the CUSA Constitution and expressed serious doubts in his abilities to represent this association.

E. Kamukama stated that this appears like a camouflage of certain past decisions made by past administrations and added that he feels that it is a conflict of interest for Mr. Longpre to be representing this association, given that he was L. Grimes and P. Dalton's lawyer.

C. Vicira stated that it could be construed by the students that Mr. Longpre is Dalton and Grimes' lawyer and not the association's and recommended that an investigation of additional lawyers be undertaken. She concluded by saying that the two (2) choices are too black and white and there doesn't appear to be much of a fair choice.

P. Dalton stated that the Board has a very good opportunity to obtain a very good lawyer for the association and added that Mr. Gervais is a man of integrity. He also stated that he trusts Mr. Gervais' word when he states that he won't act in a conflict of interest.

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MOTION TO CALL THE QUESTION

Moved by: A. Deri-Power

Seconded by: C. Budman

VOTE ON MOTION TO CALL THE QUESTION

UNANIMOUS

VOTE ON MOTION

11/3/2

CARRIED

11. Ratification of New Clubs and Associations

BE IT RESOLVED THAT the following clubs be ratified and receive official CUSA recognition: International Socialist Students Association and the New Democratic Party at Concordia University.

Moved by: K. McMurray

Seconded by: A. Deri-Power

K. Jensen, the outgoing V.P. Liaison, stated that the New Democratic Party already exists and that they only obtain a mailbox and recognition from CUSA for them to be able to book space through the university.

MOTION TO TABLE THE INTERNATIONAL SOCIALIST STUDENTS ASSOCIATION

Moved by: P. Dalton

Seconded by: C. Budman

VOTE ON MOTION TO TABLE

UNANIMOUS

12. Replacement of the Board of Directors and officers of Cusacorp Management Ltd.

BE IT RESOLVED THAT the Association hereby adopts the following unanimous shareholder resolution as the sole shareholder of Cusacorp Management Ltd.:

BE IT RESOLVED THAT the curreent directors and officers of the Company be and are hereby removed from office, and;

BE IT FURTHER RESOLVED THAT the following form the interim Cusacorp Management Ltd. Board of Directors:

Lana Grimes, director and Secretary-Treasurer

Philip Dalton, director and President

Wednesday, April 14, 6:00 P.M.

_____, director, _____, director,
_____, director

with the CUSA Vice-President (Services) acting as chairperson. They are to hold office until replaced under the Company's By-Laws, the whole in conformity with sections 123.77, 123.91, and 123.95 of the Quebec Companies Act and notwithstanding other provisions of the Company's By-Laws or other unanimous shareholder resolutions to the contrary.

Moved by: P. Dalton
Seconded by: L. Grimes

P. Dalton stated that the reason for this motion is because C. Nero and D. Porter are still in office for Cusacorp.

M. Asfour suggested that this motion be split. P. Dalton replied that this motion was drafted by the lawyer and stated that there is no time to waste. He also explained the composition of Cusacorp and added that the Cusacorp Board of Directors sets the policies of the company, just as this Board does. Philip added that the minutes of CUSAcorp are with the old Board of Directors, to which he cannot obtain access to.

L. Grimes stated that D. Porter and C. Nero are two (2) members of that Board of Directors who are in control of that body, which is presently not doing anything, but which is prohibiting the new administration from taking any sort of action.

S. Maina suggested amending this motion to read that the present Board of Directors become the interim Board of Directors for CUSAcorp, until the next meeting, when three (3) members can be appointed. He added that the reason for this amendment is due to not having any knowledge with regards to this job.

MOTION TO AMEND

BE IT FURTHER RESOLVED THAT the entire CUSA Board of Directors become the interim CUSAcorp Board of Directors until the next meeting.

Moved by: S. Maina
Seconded by: K. Jensen

P. Dalton stated that whether three (3) individuals are appointed or the entire Board of Directors, not much will happen and added that this motion is for formality purposes. He also added that the by-laws of CUSAcorp were stolen which makes it very difficult for this Board to comprehend the composition of CUSAcorp.

MOTION TO AMEND

BE IT FURTHER RESOLVED THAT the following form the interim Cusacorp Management Ltd. Board of Directors.

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Moved by: L. Grimes
Seconded by: E. Kamukama

E. Kamukama suggested that the Vice President Services be a non-voting chairperson. There were no objections to this amendment.

MOTION TO CALL THE QUESTION

Moved by: P. Dalton
Seconded by: G. Grenier

The Chair suggested filling in the blanks to the motion and opened the floor to nominations for the blank positions.

MOTION TO NOMINATE C. VIEIRA

Moved by: E. Kamukama
Seconded by: W. Seballi

MOTION TO NOMINATE M. ASFOUR

Moved by: L. Grimes
Seconded by: K. Rahhal

MOTION TO NOMINATE G.GRENIER

Moved by: P. Dalton
Seconded by: C. Vieira

MOTION TO NOMINATE S.SCHACTER

Moved by: P. Dalton
Seconded by: L. Grimes

MOTION TO NOMINATE S. MAINA

Moved by: A. Deri-Power
Seconded by: L. Grimes

MOTION TO NOMINATE C. BUDMAN

Moved by: G. Grenier
Seconded by: W. Seballi

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MOTION TO NOMINATE K. RAHHAL

Moved by: K. Jensen
Seconded by: M. Asfour

Via a secret ballot vote the following directors filled in the blanks: M. Asfour, K. Rahhal and G. Grenier.

Amended Motion:

BE IT RESOLVED THAT the Association hereby adopts the following unanimous shareholder resolution as the sole shareholder of Cusacorp Management Ltd.:

BE IT RESOLVED THAT the current directors and officers of the Company be and are hereby removed from office, and;

BE IT FURTHER RESOLVED THAT the following form the interim Cusacorp Management Ltd. Board of Directors:

Lana Grimes, director and Secretary-Treasurer

Philip Dalton, director and President

Maha Asfour, director

Kassan Rahhal, director

Genevieve Grenier, director

with the CUSA Vice-President (Services) acting as a non-voting chairperson. They are to hold office until replaced under the Company's By-Laws, the whole in conformity with sections 123.77, 123.91, and 123.95 of the Quebec Companies Act and notwithstanding other provisions of the Company's By-Laws or other unanimous shareholder resolutions to the contrary.

VOTE ON MOTION

UNANIMOUS

13. Appointment of Banking Signing Officers

BE IT RESOLVED THAT _____ and _____ be appointed the sole official banking signing officers of CUSA Inc.

Moved by: P. Dalton
Seconded by: L. Grimes

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P. Dalton stated that normally there are three (3) signing officers but since the Comptroller is on vacation, only two (2) will be appointed at this meeting. He added that the essence for this motion is to be able to acquire bank statements.

E. Kamukama asked to know if a third signing officer will be added. P. Dalton replied that the Co-Presidents will be the immediate signing officers and that a third signing officer will be named at a later meeting.

Amended Motion:

BE IT RESOLVED THAT P. Dalton and L. Grimes be appointed the sole official banking signing officers of CUSA Inc.

VOTE ON MOTION

UNANIMOUS

14. Other Business

L. Grimes suggested that an inaugural party be organized.

E. Kamukama stated that he is glad to be working with this Board of Directors and that it seems to be working well together. He also added that he will continue with his confrontational style..

A. Deri-Power requested from the secretary that copies of the minutes, and the Consolidated Statutes be made available for the directors in the Board of Directors' office.

15. Adjournment

MOTION TO ADJOURN

Moved by: E. Kamukama
Seconded by: A. Deri-Power

VOTE ON MOTION TO ADJOURN

UNANIMOUS

This meeting was adjourned at 10:25 p.m.

D. Leibu, Chairperson

H. Danakas, Secretary

Wednesday, April 14, 6:00 P.M.